

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Argos Enterprise (Holdings) Limited (the "Company"), you should at once hand this supplemental circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## ARGOS ENTERPRISE (HOLDINGS) LIMITED

雅高企業(集團)有限公司

*(Incorporated in Hong Kong with limited liability)*

(STOCK CODE: 8022)

### SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 31 MARCH 2009 IN RESPECT OF MATTERS RELATING TO, INTER ALIA, RE-ELECTION OF RETIRING DIRECTORS AT THE 2009 ANNUAL GENERAL MEETING AND NOTICE OF ANNUAL GENERAL MEETING

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This supplemental circular should be read together with the circular issued by the Company dated 31 March 2009 (the "Circular"). The notice of the annual general meeting (the "AGM") of the Company to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on 19 May 2009 at 11:00 a.m. is set out in this supplemental circular. Whether you are able to attend the AGM or not, you are requested to complete and return the form of proxy enclosed with this supplemental circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

*This supplemental circular will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for 7 days from the date of its posting and on the website of the company at [www.argosenterprise.com](http://www.argosenterprise.com).*

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM")  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.



**ARGOS ENTERPRISE (HOLDINGS) LIMITED**

**雅高企業(集團)有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(STOCK CODE: 8022)**

*Executive Directors:*

Mr. Cheung Man Yau, Timothy (*Chief Executive Officer*)

Mr. Wong Man Chiu, Ronnie

Mr. Cheng Wing Hong

Mr. Chan Kin Yip

*Head office and Registered Office:*

Room A, 9th Floor

Fortis Tower

77-79 Gloucester Road

Wanchai

Hong Kong

*Non-executive Director:*

Mr. Wong Wai Sing (*Chairman*)

*Independent Non-executive Directors:*

Mr. Fung Wai Shing

Mr. Sung Wai Tak, Herman

Mr. Wong Lit Chor, Alexis

4 May 2009

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO  
THE CIRCULAR TO SHAREHOLDERS DATED 31 MARCH 2009  
IN RESPECT OF MATTERS RELATING TO, INTER ALIA,  
RE-ELECTION OF RETIRING DIRECTORS  
AT THE 2009 ANNUAL GENERAL MEETING  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

In this supplemental circular, terms used shall have the same meanings as ascribed thereto in the Circular, unless the context requires otherwise.

This supplemental circular should be read together with the Circular which carries information on, inter alia, the re-election of retiring Directors at the AGM.

## LETTER FROM THE BOARD

On 17 April 2009, the Company announced that Mr. Wong Wai Sing has been appointed as the Chairman and a non-executive Director of the Company with effect from 17 April 2009. The purpose of this supplemental circular is to provide further information relating to the re-election of Directors.

### RE-ELECTION OF RETIRING DIRECTORS

It was mentioned in the Circular that the Board comprised 7 Directors, namely, Mr. Cheung Man Yau, Timothy, Mr. Wong Man Chiu, Ronnie, Mr. Chan Kin Yip and Mr. Cheng Wing Hong, all being the executive directors of the Company and Mr. Sung Wai Tak, Herman, Mr. Wong Lit Chor, Alexis and Mr. Fung Wai Shing, all being the independent non-executive directors of the Company.

Following the appointment of Mr. Wong Wai Sing as the Chairman and non-executive director of the Company as announced on 17 April 2009, and according to the Articles of Association, Mr. Wong Wai Sing, who was appointed by the Board, shall hold office only until the AGM and shall then be eligible for re-election and offer himself for re-election at the AGM. The biographical details of Mr. Wong Wai Sing are set out below:

**Mr. Wong Wai Sing**, aged 24, has been appointed as the chairman and a non-executive director of the Company on 17 April 2009. He is also the chairman and an executive director of Ming Kei Energy Holdings Limited which is a company listed on the GEM of the Stock Exchange. Mr. Wong holds a Bachelor of Science degree in International Business from Canterbury University, London and a Master Degree in International Business Administration from Stratford University, USA. Mr. Wong is also an associate member of The Hong Kong Institute of Directors. Save as disclosed above, Mr. Wong does not hold any other directorship in other listed companies in the last three years or other major appointment and qualifications.

As at the date of this supplemental circular, Mr. Wong owns the entire issued share capital of Shiny Galaxy Enterprises Limited, which owns 14,500,000 Shares. Mr. Wong is therefore deemed to be interested in these 14,500,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wong does not hold any other position with the Company or any of its subsidiaries. Mr. Wong does not have any relationship with any other director, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing from 17 April 2009 and is subject to the retirement and re-election requirements of the Articles of Association. As at the date of this supplemental circular, Mr. Wong is entitled to an annual director fee of HK\$50,000, which is determined by reference to the prevailing market conditions and his roles and responsibilities to the Company.

## LETTER FROM THE BOARD

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the shareholders of the Company in relation to the re-election of Mr. Wong or any other information that need to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Including Mr. Wong Wai Sing, there are a total of 7 retiring Directors standing for re-election as Directors at the AGM. Shareholders of the Company are advised to read this supplemental circular together with the Circular for information of the voting arrangement.

### THE AGM

In order to provide sufficient time for the shareholders of the Company to consider the above additional information about the re-election of Directors, the AGM will be postponed to 11:00 a.m. on Tuesday, 19 May 2009. A notice convening the postponed AGM which superseded the Notice of AGM dated 31 March 2009 is set out on pages 4 to 8 of this supplemental circular.

A new form of proxy for the postponed AGM is enclosed with this supplemental circular. Whether you are able to attend the AGM or not, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the AGM. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

### RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this supplement circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this supplemental circular misleading; and (iii) all opinions expressed in this supplemental circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

### RECOMMENDATION

The Directors consider that the re-election of Mr. Wong Wai Sing as a non-executive Director is in the best interests of the Company and the shareholders of the Company. The Directors therefore recommend the shareholders of the Company to vote in favour of the resolution to be proposed at the AGM in relation to the re-election of Mr. Wong.

Yours faithfully,  
By Order of the Board  
**Argos Enterprise (Holdings) Limited**  
**Cheng Wing Hong**  
*Executive Director*



**ARGOS ENTERPRISE (HOLDINGS) LIMITED**

**雅高企業(集團)有限公司**

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**THIS NOTICE SUPERSEDED  
THE NOTICE OF ANNUAL GENERAL MEETING  
DATED 31 MARCH 2009**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Argos Enterprise (Holdings) Limited (the “Company”) will be held at 11:00 a.m. on 19 May 2009 at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) of the Company and auditors for the year ended 31 December 2008;
2. to re-elect retiring directors and to authorise the Board of Directors to fix the Directors’ remuneration;
3. to re-appoint the auditors of the Company and to authorise the Board of Directors to fix their remuneration;
4. to consider as special business and, if thought fit, passing the following resolutions (the “Resolution(s)”) as ordinary resolutions:

A. “**THAT:**

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) operated by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as herein defined) of all the powers of the Company to allot, issue and deal with unissued shares (each a “Share”) of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as herein defined); or
  - (ii) the exercise of any options granted under the share option scheme of the Company; or
  - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
    - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution; and
    - (bb) (if the Directors are so authorised by a separate ordinary Resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of that Resolution), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution;

“**Rights Issue**” means an offer of Shares, or offer of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

B. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as herein defined) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the GEM Listing Rules and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
  - (c) for the purposes of this Resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
    - (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”
- C. “**THAT** conditional upon the passing of the Resolutions 4A and 4B as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution 4A above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4B above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution.”

By order of the Board  
**Agros Enterprise (Holdings) Limited**  
**Cheng Wing Hong**  
*Executive Director*

Hong Kong, 4 May 2009

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. A member of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's Share Registrar in Hong Kong, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting (or the adjourned meeting, as the case may be).
3. The Register of Members will be closed from 18 May 2009 to 19 May 2009 (both days inclusive), all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 15 May 2009.